**BYLAWS OF THE EASTERN EDUCATIONAL RESEARCH ASSOCIATION, INC.**

**BYLAW I. NAME**

The name of the Corporation shall be the Eastern Educational Research Association, Inc.

(EERA), which is incorporated as a non-profit membership corporation under the laws of

the State of Georgia.

**BYLAW II. PURPOSE**

The purpose of the Corporation shall be to encourage the growth and improvement of educational research. The Corporation’s purpose is enhanced by promoting quality educational research and providing a forum for its dissemination.

**BYLAW III. MEMBERSHIP**

1. Members and Membership

The Members of this Corporation shall consist of the persons signing the Certificate of Incorporation and any such other person meeting the criteria listed under Bylaw III: 1a.

* 1. Individual Membership

Individual members have rights and privileges for membership including the right to attend meetings of the Corporation, to participate in its affairs, to receive the publications of the Corporation, and to vote on membership on the Board. Eligibility shall be based on present or past active participation in educational research, or interest in the conduct, dissemination, or application of educational research consistent with the purpose of this Corporation. Only members from academic communities or related organizations may serve on the Board or as an Officer of the Corporation.

1. Dues

Professional and Student Membership dues shall be determined by the Board of Directors, and dues are to be paid annually.

**BYLAW IV. MEETINGS**

1. General Business Meeting of Members

The General Business Meeting of the Members of the Corporation shall be held at the time and place of the Annual Conference for the transaction of business, which may come before the Membership. In all cases to which they apply and do not conflict with the provisions of these Bylaws, Robert’s Rules of Order, current edition, shall govern business meetings of the Corporation. This meeting shall include, but not be limited, to the financial disclosure of the Association as well as the transition of new Board members.

1. Special Meetings

The Board, at the recommendation of the President, may call special meetings of the Members of the corporation at any time. Such meetings shall be announced by written or electronic notice at least two weeks in advance. By request of 10 percent of the voting Members of the Corporation, any item shall be placed on the meeting agenda.

1. Quorum

At any duly called meeting of members, the presence of one-tenth of the members shall be necessary to constitute a quorum for all purposes, except as otherwise provided by law.

1. Adjournments

Whenever a meeting is adjourned to another date or item, it is not necessary that notice of the adjourned meeting be given, provided the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. The only business that can be transacted at the adjourned meeting is that business which was on the previously approved agenda that the original meeting.

1. Voting

Except as otherwise provided, all questions presented for vote shall be decided by a majority of the persons present. At every meeting of the Membership, each member whose dues are current shall be entitled to one vote. The Treasurer shall make and certify a complete list of the members entitled to vote at business meetings, which list shall 1) be arranged alphabetically within each class of members; 2) provide the name of each member; 3) be maintained by the Corporation for convenient reference; 4) be available for inspection by members during the meeting; 5) be produced at the time and place of the meeting; and 6) be prima facie evidence as to the members entitled to vote and examine the list. If a vote must occur at times other than the annual conference, the option of electronic voting will be available to all members.

1. Compensation and Expenses
Members hall not receive any regular compensation for their services, but by Resolution of the Board of Directors may be reimbursed for expenses. The Board shall have the power to pay Members compensation for unusual and special services rendered by them.
2. Conference Fees

The Board of Directors will set fees for the Annual Conference and all other meetings.

**BYLAW V. BOARD OF DIRECTORS**

1. Board Membership

The Members of the Board shall consist of the President, Immediate Past President, President-Elect, Vice President for Conference Planning, Secretary, Treasurer, Director of Communications, Director of Membership, Director of Divisions and Special Interest Groups, and Director of Student Services. Additional positions may be appointed at the discretion of the President, but must be approved by the majority of the Board. The number of Directors of the Corporation shall not be fewer than seven.

1. Responsibility of the Board of Directors

The Board of Directions will manage the affairs of the Corporation during the period between conferences. They will be empowered to approve Annual Conference committees and interim appointments, distribute funds, plan programs, initiate in-between programs, and act on all matters of concern to the Corporation. All actions of the Board will be subject to appeal and review by the Membership at the Annual Conference.

1. Meetings

Meetings of the Board of Directors shall be called by the President or may be called by one-half of the Board Membership requesting the Secretary to send out written or electronic notification at least two weeks in advance of said meeting.

1. Quorum

At the meeting of the Board, two-thirds of the Board shall be necessary to constitute a quorum.

1. Sanctions

Any Member of the Board of Directors may be removed for cause by an affirmative vote of a majority of the Board of Directors or by a two-thirds vote of the Membership at a duly called Special Meeting or Annual Conference.

1. Concurrence

A Board Member who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have concurred in the action taken unless the dissent of the Board Member shall be entered in the minutes of the meeting or unless the Board Member shall file a written dissent of the action with the person acting as the Secretary of the meeting before or promptly after the adjournment of the meeting. The right to dissent shall not apply to a Board Member who voted in favor of the action. A Board Member who is absent from a meeting of the Board at which any action is taken shall be presumed to have concurred in the action unless the Board Member shall file a dissent with the Secretary of the Corporation within a reasonable time after learning of the action.

**BYLAW VI. OFFICERS**

1. List of Officers

The Officers of the Corporation shall be the Board of Directors.

1. Election and Term

Officers shall be elected to two-year terms, beginning their term with the Business Meeting held at the Annual Meeting of the Association in odd numbered years. Appointed Officers serve at the pleasure of the Board and serve two-year terms concurrently with elected Officers, with the exception of the Members of the Editorial Board and Treasurer who are appointed to a four year term. Elected and Appointed Officers, other than the President and President-Elect, may serve more than one term of office. The outgoing Treasure shall have 60 days following the Annual Conference to transfer funds and account information to the incoming Treasurer.

1. Nominating Committee

The President, President-Elect, and the Immediate Past President shall serve as the nominating committee. The committee will send out a call for nominations to the Membership after the Annual Conference in even numbered years. The committee will review all nominations and recommend a slate to the Board of Directors. The President shall be responsible for conducting the election and verifying vote results.

1. Resignation

Any Board member may resign at any time by giving written notice to the President. The resignation shall be effective upon receipt thereof by the President or at a subsequent time as shall be specified in the notice of resignation.

1. Vacancies

Any vacancy in the Board occurring during the year of service may be filled by appointment by the President with concurrence of the Board of Directors, and the appointee will serve until the next election. Appointees may begin service when confirmed by the Board. Appointed Officers will serve an advisory role as ex-officio, non-voting Board members.

1. Responsibilities of the Officers and Succession

The Officers of the Corporation will have the following responsibilities:

1. Elected Officers
	* 1. The President shall serve for one (1) two-year term and shall preside at the Board of Directors and business meetings. The President shall have general supervision of the affairs of the Corporation. The President, or a designee, shall express policy of the Corporation in the organization’s official publications and will have the responsibility to recommend appointments subject to the confirmation of the Board of Directors.
		2. The President-Elect will automatically succeed the President after the completion of the two-year term. The President-Elect will serve as the Program Chair for the Annual Conference. Those responsibilities include establishing a peer-review process for conference proposal submissions, organizing the conference program of events, assigning presentation rooms, coordinating the printing of the conference program, and notifying authors of acceptance or rejection of their conference proposal submissions. In the absence of the President, the President-Elect shall assume the duties of the President.
		3. The Vice President for Conference Planning will be responsible for Planning and managing the Annual Conference for the Eastern Educational Research Association. The Vice-President for Conference Planning will coordinate and supervise the conference activities, including but not limited to facilities, food and beverage, and audio-visual needs, and shall work with the President, President-Elect, and Treasurer in completing these and other related conference tasks. All recommendations about conference planning are subject to approval by the Board of Directors.
		4. The Secretary shall issue notices of Board of Directors and business meetings of the Corporation and keep and file minutes thereafter. The Secretary shall also maintain a repository of all past Board and Corporation minutes and materials.
		5. The Director of Divisions and Special Interest Groups will be responsible for managing all Division and Special Interest Groups and coordinating these activities for the Annual Conference as well as any special meetings. The Director of Divisions and Special Interest Groups will make recommendations on the addition or deletion of Divisions and Special Interest Groups as provided for in the Bylaws, and will be responsible for maintaining the names of authorized Divisions and Special Interest Groups and monitoring their activities. If a Division Director’s position becomes vacant, the Director of Divisions and Special Interest Groups shall serve as the Interim Director for said Division pending appointment of a new Division Director.
		6. The Director of Membership will be responsible for developing membership programs, developing plans for increasing membership, and maintaining membership records. The Director will be responsible for the creation of recruitment literature and work in conjunction with the Director of Communications.
		7. The Director of Communications will be responsible for monitoring all communications external to EERA. The Director shall coordinate the printing of the call for papers, the preparation and distribution of the newsletter of the Corporation, the design and composition of the Corporation Web Page, and all other communications the Board of Directors may authorize. The Director will work in cooperation with the Vice President for Conference Planning to develop conference mailings and/or electronic notifications.
		8. The Director of Student Services will be responsible for designing, implementing, and coordinating conference sessions and EERA activities that enhance the membership and professional development of students involved in educational research.
2. Appointed Officers
	* 1. The Treasurer shall have custody of all funds of the Corporation and shall keep regular books of the account. The Treasurer shall act as the Corporation’s contact for the US Internal Revenue Service and be responsible for matters pertaining to the Corporation’s tax status and compliance with US Internal Revenue Service regulations. The Treasurer shall countersign all investments as required and will be authorized to collect and disburse all funds of the Corporation given the authorization of the Board. The Treasurer shall be bonded, with the cost of the bond funded by the Board. The Treasurer shall be responsible for receiving applications for membership and conference registration, and keeping all records thereof. The Board of Directors will review the account books of the Corporation on an annual basis and prior to each transfer of office of the Treasurer or at the time of appointment.
		2. The Editor of the Journal of Research in Education is responsible for implementing the editorial procedures and practices approved by the Editorial Board for the Journal of Research in Education. The Editor of the Journal reports to the President and serves as Chair of the Editorial Board of the Corporation.
		3. The Director of Awards and Sponsorships is charged with the administration of the awards program of the Corporation, is responsible for solicitation of nominations for the outstanding paper awards of the Corporation and the selection process. The Director may also be charged with the vetting process for any additional awards the Corporation decides to award. The Director will work with the Board of Directors to solicit financial support for the conference, by recurring publisher displays, selling advertising for the conference program, and other activities. The Director of Awards and Sponsorships reports to the President.
		4. Division Directors will be responsible for organizing paper sessions for their Divisions at the Annual Conference. In addition, Division Directors supervise the function of Special Interest Groups in their content area. New content areas or divisions may be created pending subsequent approval by a majority vote of the Board at the next Annual Conference. The President, with the consent of the Board of Directors, will appoint Division Directors. Division Directors are not members of the Board of Directors.
		5. The Special Interest Groups may be organized along topical lines. Chairpersons of Special Interest Groups (SIGs) will each be responsible for at least one program at the Annual Conference. They will be responsible for program solicitation and make recommendations to their Division Director. Special Interest Groups will be added to the conference program on a temporary basis with approval of the Director of Divisions and Special Interest Groups, but must petition at the next Board Meeting for addition to the Association. The petition must be accompanied by a list of at least 10 signatures of EERA members who are potential SIG members. The organizer of the petition is responsible for designation of one of the SIG members as chair of the new group. All original Special Interest Groups will be included without this petition as specified in the Bylaws of the Association. A Special Interest Group and the Chair will revert to inactive status if the group fails to present a program at the Annual Conference for two consecutive years. Petition to and vote of re-acceptance may achieve reactivation by the Board.
		6. Registered Agent will be responsible for maintaining non-profit corporation status, filing annual registration with the Secretary of State for the State of Georgia on or before April 1, and submitting the annual registration documentation to the President and Treasurer. The Registered Agent reports to the President.
		7. The President, with the approval of the Board, may create and fill additional appointed Board positions. These positions may be filled with two- or four-year appointments, and will be considered ex-officio members of the Board.
3. Immediate Past President

The Immediate Past President will serve as advisor to the President. The Immediate Past

President will also help coordinate programs between Conferences, conference pre-

session programs, conferenced invited sessions, and conversation hour speakers.

**BYLAW VII. AMENDMENTS**

These Bylaws may be amended at any duly called meeting of the Board of the Board of the Corporation by a vote of the majority of the members of the Board present or by a two-thirds vote of the Membership at a duly called Special Meeting or Annual Conference, or by electronic or postal ballot.

**BYLAW VIII. FINANCIAL OBLIGATIONS**

1. The Treasurer shall be authorized to pay bills up to the amounts indicated in the official budget without further consent from the Board. The Treasurer shall be authorized to make line item changes up to 20 percent of the original line item amount. With the recommendation of the President and a majority vote of the Board of Directors, changes greater than 20 percent of an item may be made.
2. Any Board member or other individual is enjoined from incurring, in the name of the Corporation, financial obligations above and beyond those indicated in the official budget, except as authorized to do so by the Board.
3. The Treasurer will be responsible for presenting an annual budget proposal for the fiscal year that will be presented to the Board at the June Meeting.
4. Contracts and Services

The Board of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they also may be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, board members, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in any matter in which the board members are personally interested as stockholders, board members, or otherwise shall be at arms length and not violate the proscriptions in the Certificate of Incorporation against the Corporation’s use or application of its funds for private benefit and provided, further, that no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors be obligated to inquire into the authority of the directors to enter into and consummate any contract, transaction, or other action.

1. Approval of Contracts and Other Transactions

The Board of Directors shall vote on all proposed contracts and other transactions. If a majority of the Board Members approve the proposed contract and other transaction, then the President can designate a signee on behalf of the Corporation.

**BYLAW IX. INDEMNIFICATIONS; LIMIATION OF LIABILITY**

1. Corporation shall indemnify, in the manner and to the full extent permitted by the Georgia Nonprofit Corporation Act, as amended, any Corporate agent (Board Member, Officer, employee, or agent) of the Corporation who was or is a party to, or is threatened to be made a party to, or who appears as a witness in, any “proceeding” whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent, provided the agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interest of the Corporation, or with respect to a criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. A determination to indemnify a corporate agent shall be made on a case by case basis, by a majority fo the Board of Directors at a meeting at which is present a quorum (determined without including members who were parties to or otherwise involved in the proceedings), or cy corporate counsel, in a written opinion, if so requested by a majority of the disinterested Board Members.
2. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him/her. To the full extent permitted by law, the indemnification provided herein shall include “expenses,” and in the manner provide by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding if authorized by the Board and if the agent agrees to reimburse the Board if it is ultimately determined that he/she was not entitled to indemnification. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any person for any liabilities or expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation maybe entitled under any agreement, vote of the Board or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.
3. Nothing herein shall indemnify a corporate employee from liability to the Corporation or its members for the employee’s own negligent acts or omissions. No indemnification shall be made to or on behalf of any corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his/her acts or omissions, (1) were in breach of his/her duty of loyalty to the Corporation or its members, (2) were not in good faith or involve a knowing violation of law or (3) resulted in receipt by the corporate agent of an improper personal benefit. Any repeal or modification of this Article shall not adversely affect any right or protection of such person existing at the time of such repeal or modification.

**BYLAW X. AFFILIATIONS**

Affiliations of this Corporation with other membership corporations or associations shall only be made after approval of the Board of Directors. The Board shall notify the Membership of such actions at the Annual Conference.

**BYLAW XI. POLICY AND PROCEDURE DOCUMENTS**

All policy and procedure manuals written for the Corporation are subject to the approval of the Board of Directors and shall become part of the Bylaws.